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CERTIFICATE OF DISSOLUTION

OF

SEGA OF AMERICA, INC.

A California Corporation

FILED
In the office of the Secretary of State
of the State of California

MAR 28 2001

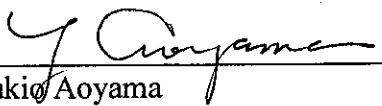
Bill Jones
BILL JONES, Secretary of State

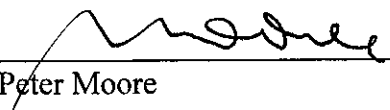
The undersigned certify that:

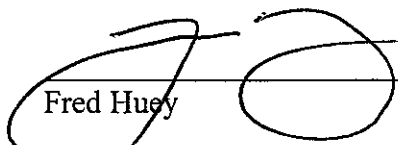
1. They constitute a majority of the Directors of SEGA OF AMERICA, INC., a California Corporation (the "Corporation").
2. The Corporation has been completely wound up.
3. The Corporation's known debts and liabilities have been adequately provided for by their assumption by Sega Enterprises, Inc. (U.S.A.), a California corporation, 650 Townsend Street, Suite #650, San Francisco, CA 94103.
4. The Corporation's known assets have been distributed to the persons entitled thereto.
5. A person or corporation assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve the Corporation was made by the vote of all of the outstanding shares of the Corporation.
7. The Corporation is dissolved.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 27, 2001


Yukio Aoyama


Peter Moore


Fred Huey


Leonard Sloodmaker